

KROGER CO  
Form 8-K  
January 21, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report: **January 17, 2014**

(Date of earliest event reported)

**THE KROGER CO.**

(Exact name of registrant as specified in its charter)

**An Ohio Corporation**  
(State or other jurisdiction of  
incorporation)

**No. 1-303**  
(Commission File Number)

**31-0345740**  
(IRS Employer  
Identification No.)

**1014 Vine Street**  
**Cincinnati, OH 45201**

(Address of principal executive offices)

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Registrant's telephone number: **(513) 762-4000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 8 Other Events

Item 8.01

Other Events.

On January 17, 2014, Kroger and Harris Teeter Supermarkets, Inc. ( Harris Teeter ) issued a joint press release announcing that they had received early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, from the Federal Trade Commission in connection with the previously announced merger agreement providing for the acquisition by Kroger of Harris Teeter.

A copy of the joint press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Section 9 Financial Statements and Exhibits

Item 9.01

Financial Statements and Exhibits.

(d) Exhibits.

99.1 Joint press release of Kroger and Harris Teeter regarding termination of waiting period by FTC with respect to acquisition by Kroger of Harris Teeter

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE KROGER CO.

January 21, 2014

By:

/s/ Paul Heldman  
Paul Heldman  
Executive Vice President, Secretary and General  
Counsel

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Exhibit</b>
99.1	Joint press release of Kroger and Harris Teeter regarding termination of waiting period by FTC with respect to acquisition by Kroger of Harris Teeter